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Form **990-PF**Department of the Treasury Internal Revenue Service

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

2012

For calendar year 2012 or tax year beginning and ending Name of foundation A Employer identification number 27-7044368 MATTHEWS FAMILY FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 770 422-7520 1600 KENVIEW DRIVE City or town, state, and ZIP code C If exemption application is pending, check here MARIETTA, GA 30060 G Check all that apply: Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return 2. Foreign organizations meeting the 85% test, check here and attach computation Address change Name change X Section 501(c)(3) exempt private foundation H Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust ____ Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J Accounting method: | X | Cash Accruat F If the foundation is in a 60-month termination Other (specify) (from Part II, col (c), line 16) under section 507(b)(1)(B), check here 1579877. (Part I, column (d) must be on cash basis) ▶\$ Analysis of Revenue and Expenses (a) Revenue and (b) Net investment (c) Adjusted net Part I (d) Disbursements (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) for charitable purposes (cash basis only) expenses per books ıncome income 1470847 N/A Contributions, gifts, grants, etc., received if the foundation is not required to attach Sch. B. Interest on savings and temporary cash investments 158. 158 3 Statement 2284 2284. Statement Dividends and interest from securities 5a Gross rents b Net rental income or (loss) -10843. Statement 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 998187. 856485 7 Capital gain net income (from Part IV, line 2) Net short-term capital-gain ECEIVED ည္အဝ Income modifications 10a Gross sales less returns MAY 2 9 2013 ψ b Less Cost of goods 500 c Gross profit or (loss) Total. Add lines 1 through GDEN, UT 11 Other income 858927 1462446 12 0 0 0. 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages Pension plans, employee benefits 4344 0 0. 16a Legal fees Stmt 4 **b** Accounting fees c Other professional fees 17 Interest 7368 Stmt 5 0 0. 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications SCANNED MAY 3 150 150. 23 Other expenses Stmt 6 0. 24 Total operating and administrative 150 11862 0. expenses. Add lines 13 through 23 5000. 5000. Contributions, gifts, grants paid Total expenses and disbursements 150 5000. 16862 Add lines 24 and 25 27 Subtract line 26 from line 12: 1445584 2 Excess of revenue over expenses and disbursements 858777 b Net investment income (if negative, enter -0-) N/A C Adjusted net income (if negative, enter -0-)

223501

LHA For Paperwork Reduction Act Notice, see instructions.

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MATTHEWS FAMILY FOUNDATION

27-7044368

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Form 990₂PF (2012)

b 10, c d	2-story brick wai	ibe the kind(s) of property sold (e. rehouse; or common stock, 200 s AN MATERIALS (V.	hs. MLC Co.)		(b) How P - Pui D - Do	rchase ination	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
b 10, c d	000 SH VULCA	AN MATERIALS (V			D 00			
b 10, c d			IVI ()			D 1	NE / N1 / NO	0 5 / 1 0 / 1 0
c d e	OOO SH VOTCY	ייי ייינד תהוה מצו זוו			-		05/01/98	05/10/12
d e		AN MATEKIALS (V.	MC)			D	05/01/98	12/10/12
e		<u> </u>		_				
	·						. .	
	Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale			(h) Gain or (loss (e) plus (f) minus) (a)
a	480205.	,	<u> </u>	7729	2.		.,, .,	402913.
b	517982.			6441				453572.
C	02//02/			<u> </u>				193372
ď								
e								
Compl	lete only for assets showing	g gain in column (h) and owned b	y the foundation	n on 12/31/69		(1)	Gains (Col. (h) gain	minus
(i) F.	M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (ı) col. (յ), ıf any			(k), but not less tha Losses (from col. (n -0-) or
a								402913.
b								453572.
C								
d								
е		· · ·					·	- -
2 Capıtal	gain net income or (net cap	ortal loss) { If gain, also ent	er in Part I, line -0- in Part I, line	7 7	}			856485.
3 Net sho	ort-term capital gain or (los:	s) as defined in sections 1222(5)						
	also enter in Part I, line 8,		(0).		<i>]</i>			
If (loss)), enter -0- in Part I, line 8				<u> </u>		N/A	
Part V		nder Section 4940(e) fo				ment Inc	ome	
(For option	nal use by domestic private	foundations subject to the section	n 4940(a) tax or	net investment in	come.)			
If section 4	1940(d)(2) applies, leave th	is part blank.						
		·						
		ion 4942 tax on the distributable a		•	iod?			Yes X No
		fy under section 4940(e). Do not one has been seen for each years are the			ntrion			
I EII(ei t	(a)	ach column for each year; see the	instructions be	lore making any ei			1	(4)
Calanda	Base periód years	(b) Adjusted qualifying d	istributions	Net value of no	(c) ncharitabl	le-use assets	Distrit	(d) oution ratio rided by col. (c))
Calerida	r year (or tax year beginnin 2011	ig iii) Trajaaraa qaaniyinig a	0.	1101 14100 01 110		126737		
	2010		0.			120/3/	•	.000000
	2009							
	2008							
	2007							
	2007			1				
2 Total o	f line 1, column (d)						2	.000000
	, , ,	-year base period - divide the tota	I on line 2 by 5.	or by the number	of years			
-	ndation has been in existen	·					3	.000000
		•						
4 Enter th	ne net value of noncharitab	le-use assets for 2012 from Part >	K, line 5				4	468714.
5 Multiply	y line 4 by line 3						5	<u> </u>
6 Enter 1	% of net investment incom	e (1% of Part I, line 27b)					6	8588.
7 Add l.~	on F and C						,	0500
/ Add IIII	es o allu d							8588.
	ualifying distributions from	Part XII, line 4					8	5000.
8 Enter q	admying alombations iron						<u> </u>	
7 Add line		ı Part XII, line 4					8	

	rt VI Excise Tax Based on Investment Income (Section 4940)	/o_/10	140/b) 4	040(0) or 4		7044			Page 4
				940(e), 01 4	940 -	see i	nsuc	Cuoi	15)
1 a	Exempt operating foundations described in section 4940(d)(2), check here			.]					
	Date of ruling or determination letter: (attach copy of letter if neces							171	7.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here	an	id enter 1%	r	1	-		171	/6.
	of Part I, line 27b			l					
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of		•	. (b). ノ					^
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Other	ers entei	r -U-)		2			1 17 1	0.
	Add lines 1 and 2				3			<u> 171</u>	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Oth	ers ente	ır -0-)		4			1 17 1	0.
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-				5			<u> 171</u>	/6.
	Credits/Payments;	. 1		F000					
	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		5000.					
	Exempt foreign organizations - tax withheld at source	6b							
	Tax paid with application for extension of time to file (Form 8868)	6c							
	Backup withholding erroneously withheld	6d			_			- ^	^^
	Total credits and payments. Add lines 6a through 6d				7			50	00.
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attach	ied		_	8			101	
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed				9			121	/6.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid) .	10				
	Enter the amount of line 10 to be: Credited to 2013 estimated tax To VII-A Statements Regarding Activities			Refunded	11				
		tion or d	lid it partion	nata or intervene	10			Yes	No
18	During the tax year, did the foundation attempt to influence any national, state, or local legislations and political comparing.	נוטוו טו ט	iiu ii partici	Jale of fillerverie	111		40	103	
	any political campaign?	o (000 ir	otruotiono	for definition\2			1a		<u>X</u>
D	Did it spend more than \$100 during the year (either directly or indirectly) for political purpose: If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and				nd or		1b		
	distributed by the foundation in connection with the activities.	copies	OI arry Irra	teriais publisiit	ea or				
	Did the foundation file Form 1120-POL for this year?						10		х
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the y	oor.					1c		
u	(1) On the foundation. > \$ 0. (2) On foundation managers.			0.					
	Enter the reimbursement (if any) paid by the foundation during the year for political expenditu								
-	managers. > \$ 0.	i t tax iii	iiposeu oii	oundation					
2	Has the foundation engaged in any activities that have not previously been reported to the IRS	32					2		х
_	If "Yes," attach a detailed description of the activities	,.							- 21
3	Has the foundation made any changes, not previously reported to the IRS, in its governing ins	strumen:	t articles o	incorporation (nr				
Ü	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		ı, ur noios o	moorporation, c	"		3		Х
42	Did the foundation have unrelated business gross income of \$1,000 or more during the year?						4a		X
	If "Yes," has it filed a tax return on Form 990-T for this year?				N	/A	4b		
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?				-,	,	5		X
·	If "Yes," attach the statement required by General Instruction T								
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied eith	er:							
-	By language in the governing instrument, or								
	By state legislation that effectively amends the governing instrument so that no mandatory is a second control of the con	direction	ns that conf	lict with the state	law				
	remain in the governing instrument?						6	Х	
7	Did the foundation have at least \$5,000 in assets at any time during the year?						7	X	
	If "Yes," complete Part II, col (c), and Part XV.								
8a	Enter the states to which the foundation reports or with which it is registered (see instructions	s) >						}	
	GA	_							
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Atto	orney Ge	eneral (or d	esignate)					
	of each state as required by General Instruction G? If "No," attach explanation	•	,	- /			8b	x	
9	Is the foundation claiming status as a private operating foundation within the meaning of sect	ion 494	2(j)(3) or 4	942(j)(5) for cale	ndar				
	year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," coil			•			9		Х
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule	listing the	eir names and	addresses S	tmt	9	10	X	

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Pa	rt VII-A Statements Regarding Activities (continued)		,	
11,	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		<u>X</u>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
	If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ▶ The Foundation Telephone no. ▶ 770 42	2-7	520	
	Located at ► 1600 KENVIEW DRIVE, MARIETTA, GA ZIP+4 ►30	060		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			
	and enter the amount of tax-exempt interest received or accrued during the year	N	/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
	country			
Pa	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required	•		
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available			
	for the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			
	If the foundation agreed to make a grant to or to employ the official for a period after	İ		
	termination of government service, if terminating within 90 days.)	-		
h	of fany answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
Ü	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	10		
	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected			
·	before the first day of the tax year beginning in 2012?	10		х
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation	16		
_	defined in section 4942(j)(3) or 4942(j)(5)):			
•	the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
а	before 2012? Yes X No			
	The state of the s			
	If "Yes," list the years \(\bigsim_\) /			
U	valuation of assets) to the year's undistributed income? (If applying the provisions of section 4942(a)(2) to all years listed, answer "No" and attach			
	statement - see instructions.) N/A	2b		
	·	20		
Ü	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
0-	Dud the foundation hold more than a 20% direct or indirect interest in any hyperce enterprise at any time.			
Ja	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No			
D	of "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after			
	May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose			
	of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,	1		
	Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	-	
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	\vdash	<u>X</u>
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that			
	had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		<u>X</u>

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NONE Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 ASSITANCE TO REDUCE DEBT ON CHURCH BUILDING Expenses	Part VIII Information About Officers, Directors, Trustees, Four Paid Employees, and Contractors (continued)		-/U 44 300 Page/
NONE Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year, include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 ASSITANCE TO REDUCE DEBT ON CHURCH BUILDING 50 Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount 1 N/A All other program-related investments. See instructions.	3 Five highest-paid independent contractors for professional services. If none,	enter "NONE."	
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities	(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Part IX-A Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 ASSITANCE TO REDUCE DEBT ON CHURCH BUILDING 2 3 4 Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount 1 N/A All other program-related investments. See instructions.	NONE		
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number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 ASSITANCE TO REDUCE DEBT ON CHURCH BUILDING 50 Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount 1 N/A All other program-related investments. See instructions.	Part IX-A Summary of Direct Charitable Activities		
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2 Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount	1 ASSITANCE TO REDUCE DEBT ON CHURCH BUILDI	NG	
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount N/A All other program-related investments. See instructions.	4		-
1 N/A 2 All other program-related investments. See instructions.	Part IX-B Summary of Program-Related Investments		
All other program-related investments. See instructions.	the state of the s	ear on lines 1 and 2.	Amount
All other program-related investments. See instructions.	1 1/Ω		- -
	2		
			-
I	· -		_
Total. Add lines 1 through 3 ▶			0.

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: a Average monthly fair market value of securities b Average of monthly cash balances c Fair market value of all other assets d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 2 Acquisition indebtedness applicable to line 1 assets 3 Subtract line 2 from line 1d 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 Minimum investment return. Enter 5% of line 5 6 Minimum investment return. Enter 5% of line 5 Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(5) private operating foundations and certain foreign organizations check here and on the complete this part.) 1 Minimum investment return from Part X, line 6 2a Tax on investment income for 2012 from Part VI, line 5 b Income tax for 2012. (This does not include the tax from Part VI.) c Add lines 2a and 2b 3 Distributable amount before adjustments. Subtract line 2c from line 1 4 Recoveries of amounts treated as qualifying distributions 5 Add lines 3 and 4 6 Deduction from distributable amount (see instructions) 7 Distributable amount streated as qualifying distributions a Expenses, contributions, gifts, etc total from Part I, column (d), line 26 a Expenses, contributions, gifts, etc total from Part IX-B 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, gifts, etc total from Part IX-B	56177. 393818. 25857. 475852. 0. 475852. 7138. 468714. 23436.
a Average monthly fair market value of securities b Average of monthly cash balances c Fair market value of all other assets d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 1	393818. 25857. 475852. 0. 475852. 7138. 468714. 23436.
c Fair market value of all other assets d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 2 Acquisition indebtedness applicable to line 1 assets 3 Subtract line 2 from line 1d 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 Minimum investment return. Enter 5% of line 5 Minimum investment return from Part X, line 6 Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ and do not complete this part.) 1 Minimum investment income for 2012 from Part VI, line 5 2 Tax on investment income for 2012 from Part VI, line 5 b Income tax for 2012. (This does not include the tax from Part VI.) c Add lines 2a and 2b Distributable amount before adjustments. Subtract line 2c from line 1 Recoveries of amounts treated as qualifying distributions 4 Recoveries of amounts treated as qualifying distributions 5 Add lines 3 and 4 Ceduction from distributable amount (see instructions) Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 Part XII Qualifying Distributions (see instructions) 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, gifts, etc total from Part I, column (d), line 26 b Program-related investments - total from Part I, column (d), line 26 b Program-related investments - total from Part I, column (d), line 26 b Program-related investments - total from Part I, column (d), line 26	393818. 25857. 475852. 0. 475852. 7138. 468714. 23436.
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5 Add lines 3 and 4 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 7 Part XII Qualifying Distributions (see instructions) 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, gifts, etc total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B	6260.
6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 7 Part XII Qualifying Distributions (see instructions) 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, gifts, etc total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 Part XII Qualifying Distributions (see instructions) 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, gifts, etc total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B	6260.
Part XII Qualifying Distributions (see instructions) 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, gifts, etc total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B	0.
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a Expenses, contributions, gifts, etc total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B	
b Program-related investments - total from Part IX-B	5000
· · · · · · · · · · · · · · · · · · ·	5000.
	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	
3 Amounts set aside for specific charitable projects that satisfy the:	
a Suitability test (prior IRS approval required) 3a	
b Cash distribution test (attach the required schedule) 3b	
4 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5000.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment	
income. Enter 1% of Part I, line 27b	2
6 Adjusted qualifying distributions. Subtract line 5 from line 4	<u>0.</u> 5000.

Form **990-PF** (2012)

4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

1 Distributable amount for 2012 from Part XI, line 7 2 Undertributed income, if any, as of the end of 2012 a Enter amount for 2011 only b Total for proxy seas: 3 Excess distributions carryover, if any, to 2012: a From 2007 b From 2008 c From 2010 c From 2010 e From 2011 1 Total of lines 3 a through e Clusiling neglistrotiumons for 2012 from Part XII, line 4: ▶ \$ 500. a Applied to 2011, but not more than line 2a b Applied to 2015 betwithouthors out of copus (Election required - see instructions) C Treated as distributions out of copus (Election required - see instructions) S Excess distributions out of copus (Election required - see instructions) C Treated as distributions out of copus (Election required - see instructions) D . S Excess distributions out of copus (Election required - see instructions) D . S Excess distributions out of copus (Election required - see instructions) D . S Excess distributions out of copus (Election required - see instructions) D . S Excess distributions out of copus (Election required - see instructions) D . S Excess distributions out of copus (Election required - see instructions) D . S Excess distributions out of copus (Election required - see instructions) D . S Excess distributions out of copus (Election required - see instructions) D . S Excess distributions out of copus (Election required - see instructions) D . S Excess distributions out of copus (Election required - see instructions) D . S Excess distributions out of copus (Election required - see instructions) D . S Excess distributions out of copus (Election required - see instructions) D . S Excess distributions out of copus (Election required - see instructions) D . S Excess distributions out of copus (Election required - see instructions) D . S Excess distributions out of combine to a subtract line (Election required - see instructions) D . S Excess distributions carryover from 2007 (not applied on line 5 or line 7 D . S Excess distributions carryover from 2007 (not applied on lin		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
2. Undestrouted records of any, as of the end of 5012 a. Enter amount of 2011 only b Total for prior years: 3. Excess distributions carryover, if any, to 2012; a From 2009 b From 2008 c. From 2009 d. From 2010 d. From 2011 d	1 Distributable amount for 2012 from Part XI,	· · · · · · · · · · · · · · · · · · ·	<u> </u>		
### ### #############################	line 7				6260.
Total of prince surprover, if any, to 2012; a From 2007 From 2008 From 2008 From 2009 From 2010 From 2010 From 2011 Fotal of time 33 through e	2 Undistributed income, if any, as of the end of 2012	·			
Excess distributions carryover, if any, to 2012: a From 2007 b From 2008 c From 2010 c From 2010 d From 2010 e From 2011 1 Total of lines 3 through e 1 Qualifying distributions for 2012 from Part XII, sine 4: ▶ \$ 500. a Applied to 2011, but not more than line 2a b Applied to 2015, but not more than line 2a b Applied to 2015 to the see instructions) 0. c I readed as distributions out of corpus (Election required - see instructions) 0. d Applied to 2015 distributions are instructions) 0. d Applied to 2015 distributions out of corpus (Election required - see instructions) 0. d Applied to 2015 distributions are instructions) 0. d Applied to 2015 distributions are instructions 0. d Corpus Adultines 3: 4e. and 4e. Submedia line 3 d Corpus Adultines 3: 4e. and 4e. Submedia line 3 d Corpus Adultines 3: 4e. and 4e. Submedia line 3 d Corpus Adultines 3: 4e. and 4e. Submedia line 3 d Corpus Adultines 3: 4e. and 4e. Submedia line 3 d Subtract line 4e from line 6b. Taxable 0. d Subtract line 6e from line 6b. Taxable 0. d Subtract	a Enter amount for 2011 only			4026.	
3 Excess distributions carryover, if any, to 2012; a From 2007 b From 2008 c From 2010 d From 2010 d From 2011 Total of lines 3a through e 4 Qualying distributions for 2012 from Part XII, line 4: * * \$ \$ \$ \$ \$0.00. a Applied to 2011, but not more than line 2a b Applied to 2011, but not more than line 2a b Applied to 2011, but not more than line 2a b Applied to 2012 distributions cort of corpus (Electron required - see instructions) d Applied to 2012 distributions and to forpus (Electron required - see instructions) d Applied to 2012 distributions and the second seed of seed of the second seed of the seed of the second seed of the second seed of the second seed of the seed of the second seed of the second seed of the seed of the seed of the sec	b Total for prior years:		_		
a From 2007 b From 2019 c From 2019 c From 2010 c From 2011 c Fro	,,,,,,		0.		
b From 2008 c From 2010 d From 2011 Total of Innes Sa through e 0 . 4 Qualifying distributions for 2012 from Part XII, in e4 № \$ 5,000. a Applied to 2011, but not more than kine 2a b Applied to undistributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Appled to 2012 distributable amount e Remaning amount distributed out of corpus (Floration recommend) Election required - see instructions) 0 . 974. Elementary amount distributed out of corpus (floration miner distributed in distributed in the series amount must be allown in column (s)) Enter the not total of each column as indicated below: 2 Cerpus Add instruction as 40, and 4e Selebrast line 3 b Prior years' undistributed incomes. Subtract line 4b from line 2b e Enter the amount of prior years' undistributed income for vehicle an once of distributed income for which a notice of distributed income for which a notice of distributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed microme for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b) (1)(F) or 4942(p)(3) 0 . 8 Excess distributions carryover trom 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: 8 Excess from 2009 8 Excess from 2009 9 Excess from 2009 10 Excess from 2011 10 Excess from 2011 11 Excess from 2011 12 Excess from 2011 13 Excess from 2011 14 Excess from 2011 15 Excess from 2011 16 Excess from 2011 16 Excess from 2011	1 '				
e From 2010 d From 2010 e From 2011 f Total of lines Sa through e O. 4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 5,000. a Applied to 2011, but not more than kine 2a Applied to undistributed income of prior years (Election required - see instructions) C Treated as distributions out of corpus ((Election required - see instructions) O. 4 Applied 102 2012 distributable amount e Remaining amount distributed out of corpus 5 Broses distributions carryover agricules to 2012 must be sheries incohern (all) 6 Enter the net total of each column as indicated below. C Corpus Add lines 34.6, and 46. Subbact line 5 D Prior years' undistributed income. Subtract lines 40 from line 2b C Enter the amount of prior years' undistributed income for vibric and incohern (all) distributed income for vibric subtract lines 4d from line 6b. Taxable amount - see instructions e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2015 Subtract lines 4d and 5 from line 1. This amount must be distributed income for 2015 (subtract lines 7 and 8 from line 6a 1 Anounts teaded as distributions out of corpus to satisfy requirements imposed by section 17(0)(1)(1)(1)(1) or 4942(0)(3) 8 Excess from 2008 8 Excess from 2009 e Excess from 2010 e Excess from 2010 e Excess from 2011					
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a Applied to 2011, but not more than line 2a b Applied to undistributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions caryover explicit of 2012 (if an amount appears in column (ii), the same amount must be shown in column (ii). 6 Enter the net total of each column as indicated below: A Corpus Acid lines 34.64, and 4e. Subtract hins 5 b Prior years' undistributed income. Subtract line 4b Trom line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 494(2) lax has been previously assessed 4 Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 72. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 72. Taxable amount - see instructions e Undistributed in come for 2012. Subtract line 4a from line 72. Taxable amount - see instructions C Undistributed income for 2012. Subtract line 4a from line 72. Taxable amount - see instructions C Undistributed in come for 2012. Subtract line 4a from line 72. Taxable amount - see instructions C Undistributed in come for 2012. Subtract line 4a from line 6b. From line 73. Taxable amount - see instructions C Undistributed in come for 2012. Subtract line 4a from line 6c. To line 74. Taxable amount - see instructions C Undistributed in come for 2012. Subtract line 84 and 6c. Transport from 2013 C Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(pt)(1)(F) or 4942(pt)(3) E Excess distributions carryover trom 2007 not applied on line 5 or line 7 D . 10 Analysis of line 9: A Excess from 2009 E Excess from 2010 E Excess from 2011 Excess from 2011					
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years (Election required - see instructions) 6 Treated as distributions out of corpus (Election required - see instructions) 4 Applied to 2012 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions earnyower applied to 2012	· · · · · · · · · · · · · · · · · · ·			4026.	<u> </u>
Circated as distributions out of corpus (Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2012 The same amount is common to the same amount indicated below: 8 Corpus Add inness 31.e., and 4e. Subtract line 8 D Pror years' undistributed income. Subtract line 4b from line 2b Enter the amount of prior years' undistributed income. Subtract line 4b from line 2b Enter the amount of prior years' undistributed income for which a notice of deficiency has been sized, or on which the section 4942(a) tax has been previously assessed 4 Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4d and 5 from line 1. This amount must be distributed in 2013 A mounts freated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(b)(3) Excess distributions carryover from 2007 not applied on line 5 or line 7 9. Excess distributions carryover from 2007 not applied on line 5 or line 7 9. Excess from 2008 Excess from 2010 d Excess from 2010 d Excess from 2011 excess from 2012			•		
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be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	f Undistributed income for 2012. Subtract				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	lines 4d and 5 from line 1. This amount must				
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8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	corpus to satisfy requirements imposed by				
not applied on line 5 or line 7 9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a 0 . 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	section 170(b)(1)(F) or 4942(g)(3)	0.			
9 Excess distributions carryover to 2013	8 Excess distributions carryover from 2007				
Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2010 d Excess from 2011 e Excess from 2012	not applied on line 5 or line 7	0.			
10 Analysis of line 9: a Excess from 2008 b Excess from 2010 c Excess from 2011 e Excess from 2012	9 Excess distributions carryover to 2013				
a Excess from 2008 b Excess from 2010 c Excess from 2011 e Excess from 2012	Subtract lines 7 and 8 from line 6a	0.			
b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	10 Analysis of line 9:				
c Excess from 2010 d Excess from 2011 e Excess from 2012	a Excess from 2008				
d Excess from 2011 e Excess from 2012	b Excess from 2009				
e Excess from 2012	c Excess from 2010				
	d Excess from 2011				
	e Excess from 2012				

		S FAMILY FO			27-704	14368 Page 10
Pa	rt XIV Private Operating F	oundations (see in	structions and Part VII	-A, question 9)	N/A	
1 a	If the foundation has received a ruling o	r determination letter that	t it is a private operating			
	foundation, and the ruling is effective for	r 2012, enter the date of	the ruling	▶		
b	Check box to indicate whether the found	lation is a private operatii	ng foundation described i	n section	4942(j)(3) or 494	2(j)(5)
2 a	Enter the lesser of the adjusted net	Tax year		Prior 3 years		
	income from Part I or the minimum	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
	investment return from Part X for			į		
	each year listed	<u></u>				
b	85% of line 2a					
C	Qualifying distributions from Part XII,			1		
	line 4 for each year listed					
d	Amounts included in line 2c not					
	used directly for active conduct of					
	exempt activities					·,
е	Qualifying distributions made directly					
	for active conduct of exempt activities.					
_	Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon:					
а	"Assets" alternative test - enter:		İ			
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test - enter					·
	2/3 of minimum investment return shown in Part X, line 6 for each year					
	listed					
C	"Support" alternative test - enter:					
	(1) Total support other than gross					
	investment income (interest,					
	dividends, rents, payments on securities loans (section				1	
	512(a)(5)), or royalties)					
	(2) Support from general public					
	and 5 or more exempt organizations as provided in		ļ			
	section 4942(j)(3)(B)(III)					
	(3) Largest amount of support from					
	an exempt organization					
_	(4) Gross investment income					<u> </u>
Pa	rt XV Supplementary Info			if the foundation	n had \$5,000 or mo	re in assets
	at any time during t		ructions.)			
1	Information Regarding Foundation	-				
а	List any managers of the foundation wh			ributions received by th	e foundation before the close	e of any tax
	year (but only if they have contributed n	nore man 45,000). (See s	ection 507(u)(2).)			
	e Statement 10		 			
b	List any managers of the foundation who ther entity) of which the foundation has			(or an equally large port	tion of the ownership of a pai	rtnership or
NT -	• •	3 a 1070 of greater interes	J.			
No		0 0:4 1	Och desile			
2	Information Regarding Contribution Check here ► X If the foundation of				not cocept upoplicated result	ata far funda. If
	the foundation makes gifts, grants, etc.					
	The name, address, and telephone num	,			bompiote items zu, b, c, and	·
a	The name, address, and telephone hum	ber or e-mail of the perso	on to whom applications s	silvulu de addressed.		
b	The form in which applications should b	pe submitted and informa	tion and materials they sl	nould include:		<u> </u>
	Any submission deadlines:					
d	Any restrictions or limitations on awards	s, such as by geographic	al areas, charitable fields,	kinds of institutions, or	other factors:	

▶ 3b

Total

Part XVI-A **Analysis of Income-Producing Activities**

nter gross amounts unless otherwise indicated.	Unrelate	d business income		ed by section 512, 513, or 514	(e)
	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	Related or exempt function income
Program service revenue:	code		code	Amount	Tanction meeting
a	_ 				
	-	 _			
1	1 1				
e					
f					
g Fees and contracts from government agencies					
Membership dues and assessments					· -
Interest on savings and temporary cash					
investments			14	158.	
Dividends and interest from securities			14	2284.	
Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
Net rental income or (loss) from personal					
property			┼┼-		
Other investment income			+ +		
Gain or (loss) from sales of assets other			18	-10843.	
than inventory Net income or (loss) from special events			10	-10043.	
Gross profit or (loss) from sales of inventory					
Other revenue:			-		
a					
b	_			-	
c					
d	1 1				
е					
Subtotal. Add columns (b), (d), and (e)		0.		-8401.	
Total Add line 12, columns (b), (d), and (e)				13	-8401
e worksheet in line 13 instructions to verify calculations	.)				
art XVI-B Relationship of Activitie	s to the Acco	omplishment of Ex	empt	Purposes	
ne No. Explain below how each activity for which ii	ncome is reported i	un column (e) of Part XVI-A	contribu	ited importantly to the accomp	olishment of
the foundation's exempt purposes (other th			. 0011111100	noo importantiy to the accomp	monnon or

					· · · · · · · · · · · · · · · · · · ·
					_
				· · · · · · · · · · · · · · · · · · ·	
621 05-12					Form 990-PF (20

2) MATTHEWS FAMILY FOUNDATION 27-7044368 Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations Form 990-PF (2012) Part XVII Ir

1 Did the o	organization directly or indir	rectly engage in any	of the following	g with any other organizatior	n described in section 50	1(c) of	Yes	NO
the Code	e (other than section 501(c))(3) organizations) c	or in section 52	7, relating to political organiz	zations?			
	s from the reporting founda	ation to a noncharita	ible exempt org	ganization of:				
(1) Cas	h					1a(1		X
(2) Oth	er assets					1a(2	2)	X
b Other tra	ansactions:							l
٠,	es of assets to a noncharital					<u>1b(1</u>	_	X
(2) Pur	chases of assets from a no	ncharitable exempt	organization			1b(2	2	<u> X</u>
(3) Ren	ital of facilities, equipment,	or other assets				<u>1b(3</u>	บ	X
(4) Reii	mbursement arrangements					1b(4	<u> </u>	X
(5) Loa	ins or Ioan guarantees					1b(5	<u>அ</u>	X
(6) Per	formance of services or me	mbership or fundra	ısıng solicitatio	ns		1b(6	<u>i) </u>	X
c Sharing	of facilities, equipment, ma	iling lists, other asse	ets, or paid emp	ployees		<u>1c</u>		X
d If the an	swer to any of the above is	"Yes," complete the	following sche-	dule. Column (b) should alw	ays show the fair market	value of the goods, other a	ssets,	
or service	ces given by the reporting fo	oundation. If the fou	indation receive	ed less than fair market value	e in any transaction or sh	arıng arrangement, show ır	l	
column	(d) the value of the goods,	other assets, or serv	vices received.					
1)Line no	(b) Amount involved	(c) Name o	f noncharitable	exempt organization	(d) Description of tran	sfers, transactions, and sharing	arrangeme	ents
			N/A					
			•					
		-			+			
					<u></u>			
2a Is the fo	undation directly or indirect	tly affiliated with, or	related to, one	or more tax-exempt organiza	ations described			
ın sectio	on 501(c) of the Code (other	r than section 501(c	c)(3)) or in sect	ion 527?		Ye	s 🗶	No
b If "Yes,"	complete the following sch	edule.						
	(a) Name of org			(b) Type of organization	(c) De	scription of relationship		
	N/A							
								
Und	der menalties of persiry. I declare	that I have examiled th	us return includin	g accompanying schedules and s	statements, and to the best o	f my knowledge		
				n taxpayer) is based on all informa				
Here	14/14/	8 XX 4-	$n k_{\lambda \dots \lambda}$	15/1/10	WD II CMEE	shown belo	ow (see <u>ins</u>	str)?
 	To Joseph Contract Co	c. ive	weum	0 14/13	TRUSTEE	X Ye	÷s ∟	_J No
31	gnature of officer or trustee			Date/	Title	J. D.T.W.		
	Print/Type preparer's na	ame	Preparer's si	ignature	Date Chec	L		
D-:-J			/// /	1/1/11/11		employed		
Paid D	DEAN A WAR		$\perp \mathcal{U}$	 	05/14/13	P0044		5
Preparei		SCO INCOM	RPORATE	D	Firn	n's EIN ▶ 58-2301	685	
Use Only	*							
	Firm's address ▶ 16	00 KENIVI	EW DR.					
			GA 3006	0-1086	Pho	one no. 770 422	<u>-75</u> 2	20_
						Form 9 9		
	,				11.110			

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Employer identification number Name of the organization 27-7044368 MATTHEWS FAMILY FOUNDATION Organization type (check one): Filers of: Section: Form 990 or 990-EZ 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Form 990-PF X 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions **General Rule** X For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II **Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

MATTHEWS FAMILY FOUNDATION

27-7044368

Part I	Contributors (see instructions) Use duplicate copies of Part I if addition	onal space is needed	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT E. & DIANNE S. MATTHEWS 1036 OLD MOUNTAIN RD MARIETTA, GA 30064	\$\$	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	ROBERT E. & DIANNE S. MATTHEWS 1036 OLD MOUNTAIN RD MARIETTA, GA 30064	- - \$\$03722.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	MATSCO INCORPORATED 1600 KENVIEW DR MARIETTA, GA 30060	\$\$	Person X Payroll X Noncash X (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4	MATSCO INCORPORATED 1600 KENVIEW DR MARIETTA, GA 30060	\$\$171460.	Person X Payroll X Noncash X (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		- - - -	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		- _ \$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)

Name of organization

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MATTHEWS FAMILY FOUNDATION

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Part II	Noncash Property (see instructions). Use duplicate copies of Part II	if additional space is needed	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	12,000 SHARES OF VULCAN MATERIALS (VMC)		
		\$ <u>488580</u> .	05/08/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	11,600 SHARES OF VULCAN MATERIALS (VMC)	_	
		\$\$	12/10/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	LIFE INSURANCE POLICY-RELIASTAR/ING	-	
		 \$\$	12/07/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	LIFE INSURANCE POLICY-JOHN HANCOCK LIFE	-	
		 \$171460.	12/07/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		- - - ,	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		_	
222452 12 2		Sahadula B /Form (990 990-F7 or 990-PF) (2012)

Name of orga	nization			Employer identification number				
MATTHE	WS FAMILY FOUNDATION			27-7044368				
Part III	Exclusively religious, charitable, etc., individu year. Complete columns (a) through (e) and the fut the total of exclusively religious, charitable, etc., concluse duplicate copies of Part III if additional seconds.	al contributions to section 501(c ollowing line entry. For organizatio ontributions of \$1,000 or less for pace is needed.)(7), (8), or (10) organizations completing Part III, enter the year. (Enter this information once	ns that total more than \$1,000 for the				
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Desc	ription of how gift is held				
		.,,,						
		(e) Transfer of gif	t					
	Transferee's name, address, and a	ZIP + 4	Relationship of tra	nsferor to transferee				
(a) No.								
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Desc	ription of how gift is held				
		(e) Transfer of gif	t					
-	Transferee's name, address, and a	ZIP + 4	Relationship of tra	nsferor to transferee				
-								
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Desc	ription of how gift is held				
		·						
	(e) Transfer of gift							
-	Transferee's name, address, and a	ZIP + 4	Relationship of tra	nsferor to transferee				
-								
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Desc	ription of how gift is held				
		(e) Transfer of gif	t					
	Transferee's name, address, and a	ZIP + 4	Relationship of tra	nsferor to transferee				
.								
1								

Form 99	0-PF G	ain or (Loss) f	rom Sale	of A	ssets		Sta	tement	1
(a) Description of Property					Manner Da Acquired Acqu			Date S	old
12,000 SH VULCAN MATERIALS (VMC)				Do	nated	ed 05/0:		05/10	0/12
	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense Sale	of	(e) Depre		Gain	(f) or Los	s
	480205.	488580.		0.		0.		-83	75.
Descrip	(a) tion of Property				anner quired	Da Acqu	te ired	Date S	old
10,000	SH VULCAN MATERI	ALS (VMC)		Do	nated	05/0	1/98	12/10	/12
	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense Sale	of	(e) Depre		Gain	(f) or Los	s
•	517982.	520450.		0.		0.		-24	68.
Capital	Gains Dividends	from Part IV							0.
Total t	o Form 990-PF, P	eart I, line 6a				:		-108	43.
Form 99	0-PF Interest o	on Savings and T	'emporary	Cash	Invest	ments	Sta	tement	2
Source								Amount	
MERRILL	LYNCH							1	58.

Form 990-PF Dividend	ds and	Inter	est from	Secur	rities	Statement	3	
Source	Gross Amount		Capital Gains Dividends		Column (A) Amount			
MERRILL LYNCH	-	2284.			0.	2284.		
Total to Fm 990-PF, Part I,	2284.			0.	2284.			
Form 990-PF		Legal	Fees			Statement	4	
Description	Expe		(b) Net Invest- ment Income		(c) Adjusted Net Incom		Charitable	
LEGAL EXPENSE		4344.		0.			0.	
To Fm 990-PF, Pg 1, ln 16a =		4344.		0.			0.	
Form 990-PF		Tax	es			Statement	5	
Description	Expe	a) nses Books	(b) Net Invenent In		(c) Adjusted Net Incom			
INCOME TAX		7368.	0.				0.	
To Form 990-PF, Pg 1, ln 18		7368.		0.			0.	
Form 990-PF	0	ther E	xpenses			Statement	6	
Description	Expe	a) nses Books	(b) Net Inv ment In		(c) Adjusted Net Incom			
ANNUAL BROKERAGE FEE		150.		150.			0.	
To Form 990-PF, Pg 1, ln 23		150.		150.			0.	

Form 990-PF C	orporate Stock	Statement	7			
Description		Fair Market Value				
ISHARES RUSSELL 1000 ISHARES CORE S&P 500 ETF	184672. 120958.					
VULCAN MATERIALS CO	83272.	83280.				
Total to Form 990-PF, Part II, li	ne 10b	388902.	38832	21.		
Form 990-PF	Other Assets		Statement	8		
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value	t		
LIFE INS - ING LIFE INS - JOHN HANCOCK	0.			35. 50.		
To Form 990-PF, Part II, line 15	0.	378545.	378545.			
Form 990-PF List of Sub	Statement	9				
Name of Contributor	Address					
COBERT E. MATTHEWS 1036 OLD MOUNTAIN RD MARIETTA, GA 30064						
DIANNE S. MATTHEWS		1036 OLD MOUNTAIN RD MARIETTA, GA 30064				
MATSCO INCORPORATED	1600 KENVIEW DRIVE MARIETTA, GA 30060					

Form 990-PF Part XV - Line 1a Statement 10
List of Foundation Managers

Name of Manager

ROBERT E. MATTHEWS DIANNE S. MATTHEWS